

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

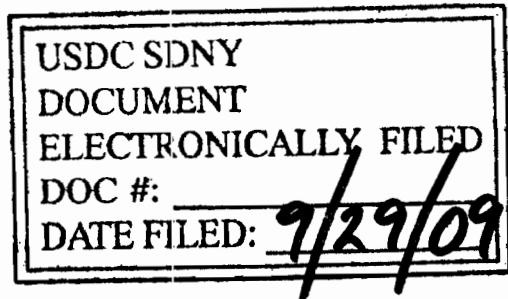
WELLS FARGO BANK, N.A., as Trustee,

Interpleader Plaintiff,

- against -

CALYON, MAGNETAR CONSTELLATION
MASTER FUND, LTD., CEDE & CO., as
Holder of certain Global Notes and Preference
Shares and nominee name of the Depository
Trust Company, and DOES 1 through 100,
owners of beneficial interests in the Global
Notes and/or Preference Shares,

Interpleader Defendants.



Case No.: 1:08 CV 1297 (GEL-HBP)

ECF CASE

~~PROPOSED~~ ORDER

Upon consideration of the August 19, 2009 Motion by Interpleader Defendant CALYON for Summary Judgment (the "Motion"), the accompanying memorandum of law, the Declaration of Scott E. Eckas, dated August 19, 2009 (including the exhibits annexed thereto), and all other pleadings and proceedings herein; and it appearing no other or further notice need be given; and good and sufficient cause being shown therefor, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that interpleader plaintiff Wells Fargo Bank, N.A., as Trustee under that certain indenture, dated December 7, 2006 (the "Indenture"), by and among Wells Fargo Bank, N.A., Orion 2006-2, Ltd. and Orion 2006-2, LLC, shall on the next succeeding Distribution Date¹ distribute the interpleader funds (together with any investment earnings

¹ Each capitalized term used but not defined herein has the meaning ascribed to such term in the Indenture.

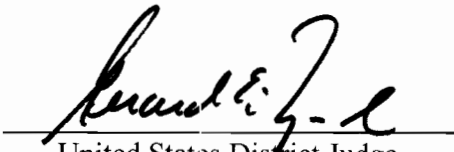
received on such funds) held by it pursuant to the Order of this Court entered on June 13, 2008 (Docket No. 20) as follows: (a) in an aggregate amount not in excess of \$135,000, to payment of any unpaid, reasonable fees, costs, expenses, or disbursements incurred by Wells Fargo Bank, N.A., as Trustee, in connection with pursuing this interpleader action and any reasonable fees, costs, expenses, or disbursements incurred by Wells Fargo Bank, N.A., as Trustee, in connection with performing its duties and responsibilities under the Indenture that remain unpaid because they exceed the monetary cap on the reimbursement of Administrative Expenses set forth in the Indenture due to the previous reimbursement of expenses incurred in connection with this interpleader action (all such fees, costs, expenses and disbursements, the "Unpaid Expenses"), and (b) after the Unpaid Expenses not in excess of \$135,000 have been paid, to the payment of principal of the Class A-1A Notes and, if any interpleader funds remain after the funded Aggregate Outstanding Amount of the Class A-1A Notes has been reduced to zero, to make a deposit into the Reserve Account until the Remaining Unfunded Class A-1A Commitment Amount has been reduced to zero; and it is further

ORDERED that, on each future Distribution Date (or any date of distribution designated pursuant to Section 5.7 of the Indenture), interpleader plaintiff Wells Fargo Bank, N.A., as Trustee, shall distribute Interest Proceeds and Principal Proceeds for the related Due Period available after the payment of all amounts described in clauses (A) through (E) of Section 11.1(i) of the Indenture from such Interest Proceeds and Principal Proceeds as follows: (a) to pay the Class A-1A Notes in full (consisting of (i) the payment of any accrued and unpaid Commitment Fee and interest with respect to the Class A-1A Notes, (ii) the payment of principal of the Class A-1A Notes until the funded Aggregate Outstanding Amount of the Class A-1A Notes has been reduced to zero and (iii) deposits into the Reserve Account until the Remaining

Unfunded Class A-1A Commitment Amount has been reduced to zero) before any further payment or distribution is made on account of the Subordinate Interests in respect of the Class A-1A Notes (as defined in Section 13.1(b) of the Indenture), and (b) after the Class A-1A Notes have been paid in full, to pay the outstanding principal amount of, and any accrued but unpaid interest on, the most senior Class of Notes then Outstanding in full before any further payment or distribution is made on account of the Subordinate Interests in respect of such Class of Notes (as defined in respect of each such Class of Notes in Section 13.1 of the Indenture).

Entered this 28 day of September, 2009.

**The Clerk of Court is directed
to close this case. Any pending
motions are moot.**


United States District Judge,
Circuit

Sitting by designation on
the United States District
Court for the Southern District
of New York